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OF COUNSEL  
URBAN A. LESTER

June 7, 2002

RECORDATION NO. 20058-N FILED

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

JUN 10 '02 2-45 PM

**SURFACE TRANSPORTATION BOARD**

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum to Amend the filing of Lease Assignment, Management and Escrow Agreement, dated May 20, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease Assignment Agreement which was previously filed with the Board under Recordation Number 20058-N.

The names and addresses of the parties to the enclosed document are:

Assignor: The Andersons, Inc.  
480 West Dussel Drive  
Maumee, Ohio 43537

Assignee: The Vaughn Group, Inc.  
9367 Allen Road  
West Chester, Ohio 45069

A description of the railroad equipment covered by the enclosed document is:

one (1) covered hopper railcar, DME 46052, is deleted from the agreement.

Mr. Vernon A. Williams  
June 7, 2002  
Page 2

A short summary of the document to appear in the index is:

Memorandum to Amend the filing of Lease Assignment, Management and Escrow Agreement.

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/anm  
Enclosures

RECORDATION NO.

20058-R

FILED

JUN 10 '02

2-45 PM

SURFACE TRANSPORTATION BOARD

**MEMORANDUM TO AMEND THE FILING OF THE  
LEASE ASSIGNMENT, MANAGEMENT AND ESCROW AGREEMENT**

This Memorandum is to amend the filing of the Lease Assignment, Management and Escrow Agreement made and entered into as of December 28, 1999 by and between The Vaughn Group, Inc. ("Assignee") and The Andersons, Inc. ("Assignor") as follows:

1. Assignee and Assignor entered into the Lease Assignment, Management and Escrow Agreement (the "Agreement") which was duly filed with the Surface Transportation Board on January 3, 2000 under Recordation Number 20058-N.
2. The Agreement is hereby amended to delete from the Agreement one (1) covered hopper railcar identified with marking number DME46052.

IN WITNESS WHEREOF, this Memorandum is duly executed this 20<sup>th</sup> day of May, 2002.

**THE VAUGHN GROUP, INC.**

By: 

Name: **John V. Handelsman**  
**President and CEO**

Title: \_\_\_\_\_

**THE ANDERSONS, INC.**

By: 

Name: Gary Smith

Title: V.P., Finance & Treasurer

STATE OF OHIO )

) SS:

COUNTY OF BUTLER )

On this 20th day of May 2002, before me personally appeared John V. Anttilainen, to me personally known, who being duly sworn, says that he is the President & CEO of THE VAUGHN GROUP, INC., that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



My commission expires:

Kathy J. Voegelé  
Notary Public  
KATHY J. VOEGELE  
NOTARY PUBLIC, STATE OF OHIO  
MY COMMISSION EXPIRES 08-16-05

STATE OF OHIO )

) SS:

COUNTY OF LUCAS )

On this 15th day of May 2002, before me personally appeared Gary Smith, to me personally known, who being duly sworn, says that he is the V.P., Finance & Treasurer of THE ANDERSONS, INC., that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



My commission expires:

Julie Ann Dibble  
Notary Public  
JULIE ANN DIBBLE  
Notary Public, State of Ohio  
Commission Expires 8-20-05